

**ARTICLES OF ASSOCIATION OF
MILTON KEYNES ROWING CLUB LTD
A PRIVATE COMPANY LIMITED BY GUARANTEE**

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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. (1) In the articles, unless the context requires otherwise:

“articles” means the company’s articles of association;

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“chairman” has the meaning given in article 12;

“chairman of the meeting” has the meaning given in article 25;

“Club” means Milton Keynes Rowing Club;

“Club Committee” means the committee elected by the members of the Club which operates the rowing activities consisting of a Chairman, Vice-Chairman, Hon. Secretary, Hon. Treasurer, Club Captain and other officers as deemed necessary, together with up to 3 ordinary members;

“Club Rules” has the meaning of the rules determined by the members as amended from time to time which appear as Schedule 1 of these articles;

“Companies Act” means the Companies Act 2006;

“director” means a director of the company, and includes any person occupying the position of director, by whatever name called;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“member” has the meaning given in section 112 of the Companies Act 2006 and Article 21;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“participate”, in relation to a directors’ meeting, has the meaning given in article 10;

“proxy notice” has the meaning given in article 31;

“relevant director” means any director or former director of the company or an associated company;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006;
and

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

(2) Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

(3) The relevant model articles (within the meaning of section 20 of the Companies Act 2006) are excluded

(4) Any schedules annexed to these articles shall form part of these articles.

Liability of members

2. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while s/he is a member or within one year after s/he ceases to be a member, for:
 - a) payment of the company’s debts and liabilities contracted before s/he ceases to be a member;
 - b) payment of the costs, charges and expenses of winding up; and
 - c) adjustment of the rights of the contributories among themselves.

PART 2 DIRECTORS DIRECTORS’ POWERS AND RESPONSIBILITIES

Directors’ general authority

3. Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

Members' reserve power

4. (1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Directors may delegate

5. (1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:
 - a) to such person or committee;
 - b) by such means (including by power of attorney);
 - c) to such an extent;
 - d) in relation to such matters; and
 - e) on such terms and conditions;

as they think fit. The power to delegate shall be effective in relation to the powers, authorities and discretions of the directors generally and shall not be limited by the fact that in certain of the articles, but not in others, express reference is made to particular powers, authorities or discretions being exercise by the directors or by a committee authorised by the directors.

(2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

6. (1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

The Club Committee

7. (1) The Club Committee shall set the rules by which the Club shall operate, being the Club Rules.

(2) If there is any inconsistency between any of the provisions of the Club Rules and these articles, the provisions of the articles shall prevail and take precedence.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

8. The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 9.

Unanimous decisions

9. (1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

(3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting (but excluding any director whose vote is not to be counted in respect of that particular matter).

(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

Calling a directors' meeting

10. (1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

(2) Notice of any directors' meeting must indicate:

- a) its proposed date and time;
- b) where it is to take place; and

- c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

(3) Notice of a directors' meeting must be given to each director, but need not be in writing.

Participation in directors' meetings

11. (1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:

- a) the meeting has been called and takes place in accordance with the articles; and
- b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

(3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for directors' meetings

12. (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors and unless otherwise fixed it is three.

(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

- a) to appoint further directors, or
- b) to call a general meeting so as to enable the members to appoint further directors.

Chairing of directors' meetings

13. (1) The directors may appoint a director to chair their meetings, who shall be entitled to vote at such meetings.

(2) The person so appointed for the time being is known as the chairman.

(3) The directors may terminate the chairman's appointment at any time.

(4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Casting vote

14. (1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

(2) But this does not apply if, in accordance with the articles, the chairman or other director chairing the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

Directors' interests

15. Without prejudice to such disclosure as is required under the Companies Act 2006, and so long as such director declares his/her interest to the other directors in advance, a director may be a party to, or otherwise interested in, any transactions or arrangement with the company and shall be entitled to participate in the decision-making process for quorum and voting purposes on any resolution concerning a matter in which s/he has, directly or indirectly, an interest or duty that conflicts or may conflict with the interests of the company.

Conflicts of interest

16. (1) Subject to the provisions of the Companies Act and provided that s/he has disclosed to the directors the nature and extent of any material interest of his/hers, a director may, notwithstanding his/her office or that, without the authorisation conferred by this article 16.1, s/he would or might be in breach of his/her duty under the Companies Act to avoid conflicts of interests, be a director or other officer of, or a party to any transaction or arrangement with, or otherwise interested in, any undertaking in the same group as the company, or in which the company or any undertaking in the same group as the company is otherwise interested.

(1) Subject to paragraph (2), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

(2) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

17. The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

Directors' discretion to make further rules

18. Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

Methods of appointing directors

19. (1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:

(a) by ordinary resolution; or

(b) by a decision of the directors.

(2) If the company has no directors and, by virtue or death or bankruptcy, no member is capable of acting, the transmittee of the last member to have died or to have had a bankruptcy order made against him/her has the right, by notice in writing, to appoint a person to be a director.

(3) For the purposes of paragraph (2) above, where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

(4) The minimum number of directors shall be five.

(5) Those eligible to be appointed as directors shall be:

(i) Chairman;

(ii) Vice Chairman;

(iii) Club Captain;

(iv) Hon. Treasurer; and

(v) Hon. Secretary,

unless they are otherwise prevented from doing so.

Termination of director's appointment

20. A person ceases to be a director as soon as:

- a) that person ceases to be a director by virtue of any provision of the Companies Act or is prohibited from being a director by law;
- b) a bankruptcy order is made against that person;
- c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- e) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms; or
- f) they are no longer appointed in one of the roles set out in article 19(5); or
- g) s/he is otherwise duly removed from office.

Directors' remuneration

21. (1) Directors may undertake any services for the company that the directors decide.

(2) Directors shall not be entitled to remuneration.

(3) Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or officers or employees of any other body corporate in which the company is interested.

Directors' expenses

22. The company may pay any reasonable expenses which the directors (and company secretary) properly incur in connection with their services as agreed by the directors from time to time.

PART 3
MEMBERS
BECOMING AND CEASING TO BE A MEMBER

Applications for membership

23. No person shall become a member of the company unless:

- (a) they are a director; or
- (b) they are a member as defined in the Club Rules.

Termination of membership

24. (1) A member may withdraw from membership of the company by giving one month's written notice to the company or the Club.
- (2) Membership is not transferable.
- (3) A person's membership terminates when that person dies or ceases to exist.

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

25. (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when:
- a) that person is a member;
 - b) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - c) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Quorum for general meetings

26. (1) No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

(2) The requisite quorum for general meetings shall be not less than 20% of the members of the Club who are entitled to vote.

Chairing general meetings

27. (1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

(2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

a) the directors present; or

b) (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

(3) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

Attendance and speaking by directors and non-members

28. (1) Directors may attend and speak at general meetings, whether or not they are members.

(2) The chairman of the meeting may permit other persons who are not:

- a) members; or
- b) Otherwise entitled to exercise the rights of members in relation to general meetings,

to attend and speak at a general meeting.

Adjournment

29. (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

- a) the meeting consents to an adjournment; or
- b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chairman of the meeting must:

- a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and
- b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

- a) to the same persons to whom notice of the company's general meetings is required to be given; and
- b) containing the same information which such notice is required to contain.

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

Voting: general

30. (1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

(2) Any member shall have only one vote in a show of hands or in a poll.

Errors and disputes

31. (1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

(2) Any such objection must be referred to the chairman of the meeting whose decision is final.

Poll votes

32. (1) A poll on a resolution may be demanded:

- a) in advance of the general meeting where it is to be put to the vote; or
- b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by:

- a) the chairman of the meeting;
- b) the directors; or
- c) two or more persons having the right to vote on the resolution.

(3) A demand for a poll may be withdrawn if:

- a) the poll has not yet been taken; and
- b) the chairman of the meeting consents to the withdrawal.

(4) A demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

(5) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

Content of proxy notices

33. (1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:

- a) states the name and address of the member appointing the proxy;
- b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
- c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- d) is delivered to the company in accordance with the articles not less than 48 hours before the time appointed for holding the general meeting in relation to which the proxy is appointed and in accordance with any instructions contained in the notice of the general meeting to which they relate (but notwithstanding this an appointment of a proxy may be accepted by the directors at any time prior to the meeting at which the person named in the appointment proposes to vote (or, where a poll is demanded at the meeting, but not taken forthwith, at any time prior to the taking of the poll)).

(2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions, but the company shall not be obliged to ascertain that any proxy has complied with those or any other instructions given by the appointor and no decision on any resolution shall be vitiated by reason only that any proxy has not done so.

(4) Unless a proxy notice indicates otherwise, it must be treated as:

- a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

(5) On a vote on a resolution on a show of hands at a meeting, every proxy present who has been duly appointed by one or more members entitled to vote on the resolution has one vote, except if the proxy has been duly appointed by more than one member entitled to vote on the resolution and:

- a) has been instructed by one or more of those members to vote for the resolutions and by one or more other of those members to vote against it; or
- b) has been instructed to vote the same way (either for or against) on the resolution by all of those members except those who have given the proxy discretion as to how to vote on the resolution,

the proxy is entitled to one vote for and one vote against the resolution.

Delivery of proxy notices

34. (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

(2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Amendments to resolutions

35. (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

- a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine): and
- b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

- a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

- b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 4

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

36. (1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

(3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Deemed delivery of documents and information

37. Any document or information sent or supplied by the company shall be deemed to have been received by the intended recipient:

- a) where the document or information is properly addressed and sent by first class post or other delivery service to an address in the United Kingdom, on the day (whether or not it is a working day) following the day (whether or not it is a working day) on which it was put in the post or given to the delivery agent and, in proving that it was duly sent, it shall be sufficient to prove that the document or information was properly addressed, prepaid and put in the post or duly given to the delivery agent;
- b) where the document or information is not sent by post or other delivery service but delivered personally or left at the intended recipient's address, on the day (whether or not a working day) and time that it was sent;
- c) where the document or information is properly addressed and sent or supplied by electronic means, on the day (whether or not a working day) and

time that it was sent and proof that it was sent shall be conclusive evidence that it was sent; or

- d) where the document or information is sent or supplied by means of a website, when the material was first made available on the website or (if later) when the intended recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

No right to inspect accounts and other records

- 38.** Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

Provision on cessation of business

- 39.** The Company shall not terminate except by a resolution of a Extraordinary General Meeting convened for the purpose and, in such an event, any surplus assets will not be paid or distributed to members of the Company but shall be handed over to a body or bodies with similar objects or to a charity or charities agreed by the meeting which formally dissolves the company.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

- 40.** (1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against:

- a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company;
- b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006); or
- c) any other liability incurred by that director as an officer of the company or an associated company.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act or by any other provision of law.

Insurance

41. (1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the company, any associated company or any pension fund or employees’ share scheme of the company or associated company.